

**UNITED STATES DISTRICT COURT  
DISTRICT OF MINNESOTA**

---

CHARLOTTE KOKOCINSKI,  
Derivatively On Behalf of MEDTRONIC,  
INC.,

Court File No. 12-00633 (JRT/JJG)

Plaintiff,

-vs-

ARTHUR D. COLLINS, JR., WILLIAM  
A. HAWKINS, GARY ELLIS, RICHARD  
H. ANDERSON, DAVID CALHOUN,  
VICTOR J. DZAU, SHIRLY ANN  
JACKSON, JAMES T. LENEHAN,  
DENISE M. O'LEARY, KENDALL J.  
POWELL, ROBERT C. POZEN, JEAN-  
PIERRE ROSSO, JACK W. SCHULER,  
MICHAEL R. BONSIGNORE, GORDON  
M. SPRENGER, WILLIAM R. BROADY,  
OMAR ISHRAK,

**MOTION TO DISMISS BY  
NOMINAL DEFENDANT  
MEDTRONIC, INC.**

Defendants,

-and-

MEDTRONIC, INC.,

Nominal Defendant.

---

Nominal Defendant Medtronic, Inc. ("Medtronic") hereby moves the Court to Dismiss the Amended Verified Shareholder Derivative Complaint. This motion is based on the entire record, file and proceedings herein including, but not limited to, the Report of the Special Litigation Committee (SLC), dated May 30, 2014, which has been filed in

this matter. In its Report, the SLC determined that it would not be in Medtronic's best interest to pursue claims against the officers, directors or others indentified in the Amended Verified Shareholder Derivative Complaint, and that it will seek dismissal with prejudice of this action.

Minnesota law requires a court to defer to an SLC's decision regarding a shareholder derivative action if (1) the members of the SLC possessed a disinterested independence and (2) the SLC's investigative procedures and methodolgies were adequate, appropriate, and pursued in good faith. *In re UnitedHealth Group Inc. S'holder Derivative Litig.*, 754 N.W.2d 544, 559 (Minn. 2008); *In re UnitedHealth Group Inc. S'holder Derivative Litig.*, 591 F. Supp. 2d 1023, 1028 (D.Minn. 2008). The SLC has met this standard concerning this action. Accordingly, Nominal Defendant Medtronic, Inc., hereby moves the court to dismiss this action with prejudice.

Dated: June 13, 2014.

**BRIGGS AND MORGAN, P.A.**

By s/Patrick S. Williams  
Patrick S. Williams (#196502)  
[pwilliams@briggs.com](mailto:pwilliams@briggs.com)  
Maren F. Grier (#0390221)  
[mgrier@briggs.com](mailto:mgrier@briggs.com)  
2200 IDS Center  
80 South Eighth Street  
Minneapolis, Minnesota 55402  
Telephone: (612) 977-8274  
Fax: (612) 977-8650

**ATTORNEYS FOR NOMINAL DEFENDANT, MEDTRONIC, INC.**